

**IN THE UNITED STATES DISTRICT COURT
FOR THE MIDDLE DISTRICT OF TENNESSEE
NASHVILLE DIVISION**

Gibson Guitar Corp.,)	
)	
Plaintiff,)	
)	Civil Action No. 3:08-0294
v.)	
)	
Harmonix Music Systems, Inc., MTV Networks)	Judge Wiseman
(a division of Viacom International, Inc.),)	
and Electronic Arts, Inc.,)	
)	
Defendant.)	

**PLAINTIFF’S REPLY TO COUNTERCLAIMS OF DEFENDANTS
HARMONIX MUSIC SYSTEMS, INC. AND VIACOM INTERNATIONAL, INC.**

Plaintiff, Gibson Guitar Corp., replies to the counterclaims of defendants Harmonix Music Systems, Inc. and Viacom International, Inc. (including MTV Networks) (collectively “Defendants”), as follows:

JURISDICTION AND VENUE

1. Plaintiff admits that Defendants’ first counterclaim purports to seek a judicial declaration that Defendants do not infringe a United States patent; that Defendants’ second counterclaim purports to seek a judicial declaration that a United States patent is invalid; that the Court has jurisdiction over the counterclaims asserted by defendant under 28 U.S.C. § 1338(a); that the counterclaims arise under 28 U.S.C. § 2201; but denies each of the remaining allegations of paragraph 1.

2. Plaintiff admits the allegations of paragraph 2.

PARTIES

3. Plaintiff admits the allegations of paragraph 3.
4. Plaintiff admits the allegations of paragraph 4.
5. Plaintiff admits the allegations of paragraph 5.

FIRST COUNTERCLAIM

6. Plaintiff incorporates herein paragraphs 1-5 of this Reply as though fully set forth herein and believe that paragraphs 1-41 of Defendants' Answer and Counterclaims are not part of the Counterclaims and therefore do not require a response herein. To the extent that a response is required, Plaintiff hereby denies each of the allegations of paragraphs 1-41 incorporated by reference in paragraph 6.

7. Plaintiff admits that an actual controversy exists between Defendants and Plaintiff as to whether Defendants' products and/or processes infringe, contribute to the infringement of, or induce infringement of the '405 Patent but denies each of the remaining allegations of paragraph 7.

8. Plaintiff denies each of the allegations of paragraph 8.

SECOND COUNTERCLAIM

9. Plaintiff incorporates herein paragraphs 1-8 of this Reply as though fully set forth herein and believe that paragraphs 1-41 of Defendants' Answer and Counterclaims are not part of the counterclaims and therefore do not require a response herein. To the extent that a response is required, Plaintiff hereby denies each of the allegations of paragraphs 1-41 incorporated by reference in paragraph 9.

10. Plaintiff admits that there is an actual controversy between Plaintiff and Defendants as to the validity of the '405 Patent, but denies each of the allegations of paragraph 10.

11. Plaintiff denies each of the allegations of paragraph 11.

AFFIRMATIVE DEFENSES

12. Defendants fail to state a claim upon which relief can be granted.

PRAYER FOR RELIEF

WHEREFORE, Plaintiff prays for judgment, as follows:

- a) That the Defendants' counterclaims be dismissed;
- b) That Plaintiff be awarded its' costs and expenses including reasonable attorney fees;
- c) That the Court award such other relief as the Court deems proper.

Dated: Nashville, Tennessee
May 5, 2008

Respectfully submitted,

By: /s/ Richard Eskew
Richard Eskew

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Attorneys for Plaintiff
Gibson Guitar Corporation

CERTIFICATE OF SERVICE

I hereby certify that on this 5th day of May 2008, I caused a true and correct copy of the foregoing:

**REPLY TO COUNTERCLAIMS OF DEFENDANTS
HARMONIX MUSIC SYSTEMS, INC. AND VIACOM
INTERNATIONAL, INC.**

to be served via the Court's electronic filing system upon the following counsel of record for defendants:

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By: /s/Richard Eskew
Richard Eskew